

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:)	Case No. 3:16-bk-2230-PMG
RMS TITANIC, INC., <i>et al.</i> , ¹)	Chapter 11
Debtors.)	Jointly Administered

**FIRST INTERIM APPLICATION OF STORCH AMINI PC,
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ATTORNEYS' FEES AND REIMBURSEMENT OF COSTS FOR
THE PERIOD SEPTEMBER 2, 2016-NOVEMBER 30, 2016**

NOTICE OF OPPORTUNITY TO OBJECT AND REQUEST HEARING

Pursuant to Local Rule 2002-4, the Court will consider this matter without further notice or hearing unless a party in interest files an objection within twenty-one days from the date set forth on the proof of service attached to this paper. If you object to the relief requested in this paper, you must file your response with the Clerk of the Court, United States Bankruptcy Court, 300 North Hogan Street, Suite 3-150, Jacksonville, Florida 32202, and serve a copy on counsel for the Official Committee of Unsecured Creditors, Jeffrey Chubak, Storch Amini PC, 140 East 45th Street, 25th Floor, New York, New York 10017, and any other appropriate persons within the time allowed.

If you file and serve a response within the time permitted, the Court may schedule and notify you of a hearing, or the Court may consider the response and may grant or deny the relief requested without a hearing. If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

¹ The Debtors in these cases, along with the last four digits of their respective federal tax identification numbers, are: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors' mailing address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Name of applicant:	Storch Amini PC
Period covered by interim fee application:	September 2, 2016-November 30, 2016
Amount of compensation requested:	\$56,609.10
Amount of expense reimbursement requested:	\$2,694.49
Total fees and expenses requested:	\$59,303.59
Payments received:	\$21,589.37
Unpaid amount requested:	\$37,714.22

Storch Amini PC ("Storch Amini"), as counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of RMS Titanic, Inc. and its debtor affiliates (together, the "Debtors"), applies, pursuant to Bankruptcy Code section 330, for an order (a) approving, on an interim basis, its compensation for services rendered during the period September 2, 2016 through November 30, 2016 (the "Application Period"), (b) authorizing the reimbursement of costs advanced during the Application Period, and (c) allowing the same as administrative expenses, and in support of this application states:

BACKGROUND

1. The Debtors commenced these chapter 11 cases on June 14, 2016.
2. On August 17, 2016, this Court entered an interim compensation order [ECF No. 141].
3. On August 24, 2016, the United States Trustee appointed the Creditors' Committee [ECF No. 166].
4. On October 30, 2016, this Court entered an order approving Storch Amini's employment as counsel to the Creditors' Committee pursuant to Bankruptcy Code section 1103(a), *nunc pro tunc* to September 2, 2016 [ECF No. 249].

5. Pursuant to the interim compensation order, Storch Amini sent fee statements for each of September, October, and November 2016 to the notice parties specified therein seeking 80% of \$56,609.10 (\$45,287.28) as compensation for services rendered and \$2,694.49 as reimbursement of itemized charges and other expenses incurred on the Creditors' Committee's behalf.

6. As of the date hereof, Storch Amini received \$21,589.37 with respect to fees and expenses sought herein, representing 80% of fees and 100% of expenses covered by the September fee statement.

SUMMARY OF SERVICES RENDERED

7. Pursuant to Local Rule 2016-1(c)(2)(i)(3), the following is a summary of services rendered during the Application Period, organized by project category:

(a) B110: Case Administration (19.2 hours). Analyzed schedules of assets and liabilities, statements of financial affairs, and SEC filings and took informal discovery concerning the Debtors.

(b) B120: Asset Analysis and Recovery (4.8 hours). Analyzed sources of recovery (*e.g.*, Titanic artifacts, D&O policies), and equity committee's claim against insured persons under D&O liability policies.

(c) B130: Asset Disposition (18.6 hours). Analyzed issues concerning France adversary proceeding, interfaced with estate professionals concerning potential artifact sale, and prepared opposition to intervention motion.

(d) B150: Meetings and Communications with Creditors (31.0 hours). Held regular meetings with Creditors' Committee, developed a committee restructuring website (jndla.com/cases//premiercommittee), and corresponded with other creditors concerning these cases.

(e) B160: Fee/Employment Applications (27.2 hours). Filed employment application, reviewed and analyzed other professionals' employment applications, monthly fee statements, and interim fee applications, and objected to the Debtors' application to employ Dentons US LLP, resulting in their withdrawal of the same.

(f) B210: Business Operations (6.0 hours). Interfaced with estate professionals concerning efforts to monetize Debtors' intellectual property assets, and analyzed financial information concerning the Debtors and their nondebtor subsidiaries.

(g) B230: Financing/Cash Collections (5.5 hours). Analyzed secured creditors' loan documents, financing statements, and preference exposure, and negotiated cash collateral order.

(h) B250: Real Estate (7.2 hours). Analyzed adversary proceeding, contested matters with landlord and general contractor for New York lease location, and provided comments on settlement.

(i) B310: Claim Administration and Objection (3.5 hours). Reviewed claims register and analyzed claims; attention to equity committee's motion to extend claims bar date.

(j) B320: Plan and Disclosure Statement (9.0 hours). Analyzed potential plan structures; attention to exclusivity-related matters.

BASIS FOR RELIEF REQUESTED

8. The compensation and expense reimbursement requested herein is allowable under the multifactor test for evaluating fee applications under Bankruptcy Code section 330 set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714,

717-19 (5th Cir. 1974), made applicable by *Grant v. George Schumann Tire & Battery Co.*, 908 F.2d 874 (11th Cir. 1990). Applicable *Johnson* factors are as follows:

(a) Time and Labor Required. Storch Amini expended 123.4 hours in performing services as counsel for the Creditors' Committee during the Application Period. Monthly fee statements covering the Application Period detailing services rendered and itemized expenses incurred by Storch Amini are attached as Exhibit 1.

(b) Novelty and Difficulty of Questions Presented. This chapter 11 case is large and complex, and not just from a balance sheet perspective: any disposition of Titanic artifacts requires consideration of the interplay between the Bankruptcy Code and Revised Covenants and Conditions governing the Debtors' *in specie* salvage award of Titanic artifacts (reported at 742 F. Supp. 2d 784); the Debtors have numerous leases, and possess potential causes of action against insider lenders for the avoidance of their security interests; a significant portion of the Debtors' business is operated through foreign, nondebtor subsidiaries; and the Debtors are a public company that entered into a complex merger transaction and restated their financial statements during the year preceding the petition date.

(c) Skill Required to Perform Professional Services. The Creditors' Committee selected Storch Amini as its counsel because of its extensive chapter 11 experience.

(d) Preclusion of Other Employment Due to Acceptance of Case. Storch Amini devoted substantial time and resources to this case, to the preclusion of attention to other matters.

(e) Customary Fees. Storch Amini believes the fees requested and hourly rates set forth herein are consistent with fees typically charged for the type of

services rendered in cases of this magnitude and complexity. The hourly fees charged by the individual attorneys and paralegals working on this matter are as follows:

Name	Year admitted	Hours worked	Hourly rate	Bill amount
Jeffrey Chubak	2007	123.4	\$450	\$55,530.00
Adam Engel	N/A (Paralegal)	10.9	\$99	\$1,079.10

(f) Whether Fee is Fixed or Contingent. Pursuant to Bankruptcy Code section 330(a), Storch Amini's fee is subject to court approval, but is not otherwise contingent.

(g) Time Limits Imposed by Debtors or Other Circumstances. This factor is inapplicable.

(h) Amount Involved and Results Obtained. As noted above, this case is complex. Storch Amini is working with the Debtors and the equity committee to ensure that a confirmable plan will be proposed that will provide for payment in full of allowed unsecured claims.

(i) Experience, Reputation, and Ability of the Professional. Storch Amini has extensive experience in bankruptcy matters.

(j) Undesirability of Case. This factor is inapplicable.

(k) Nature and Length of Professional Relationship. Storch Amini was employed to render bankruptcy advice and serve as counsel to the Creditors' Committee in this case and has rendered services since September 2, 2016.

(l) Awards in Similar Cases. Storch Amini believes its fee application is in keeping with similar applications for compensation and reimbursement of expenses by committee counsel in comparable cases.

9. In addition, pursuant to Paragraph (b)(1)(v) of the United States Trustee's guidelines for reviewing fee applications, members of the Creditors' Committee have been given the opportunity to review this application and have approved the amount requested herein.

WHEREFORE, Storch Amini respectfully requests that this Court (a) approve and allow, on an interim basis and as an administrative expense, \$56,609.10 as compensation for professional services rendered during the Application Period and \$2,694.49 in expense reimbursements during such period, for a total of \$59,303.59, and (b) grant such further relief as is deemed appropriate.

Dated: December 20, 2016

Jeffrey Chubak (admitted *pro hac vice*)
STORCH AMINI PC
140 East 45th Street, 25th Floor
New York, New York 10017
(212) 490-4100
(212) 490-4208 (Facsimile)
jchubak@storchamini.com

- and -

THAMES MARKEY & HEEKIN, P.A.

/s/ Richard R. Thames
By _____
Richard R. Thames
Robert A. Heekin

Florida Bar No. 0718459
Florida Bar No. 652083
50 North Laura Street, Suite 1600
Jacksonville, Florida 32202
(904) 358-4000
(904) 358-4001 (Facsimile)
rrt@tmhlaw.net
rah@tmhlaw.net

Attorneys for the Official Committee
of Unsecured Creditors

Certificate of Service

I hereby certify that on December 20, 2016, the foregoing pleading was transmitted to the Clerk of the Court for uploading to the Case Management/Electronic Case Files System, which will send a notice of electronic filing to all parties who have consented to receiving electronic notifications in this case. I further certify that on, December 20, 2016, copies of the foregoing were furnished by U.S. Mail, postage prepaid to the following:

417 5th Ave Real Estate, LLC
c/o Sebastian Capital, Inc.
417 Fifth Avenue
New York, NY 10016

A-1 Storage and Crane
2482 197th Avenue
Manchester, IA 52057

ABC Imaging
1155 21st Street NW
Suite M400
Washington, DC 20036

A.N. Deringer, Inc.
PO Box 11349
Succursale Centre-Ville
Montreal, QC H3C 5H1

ATS, Inc.
1900 W. Anaheim Street
Long Beach, CA 90813

Broadway Video
30 Rockefeller Plaza
54th Floor
New York, NY 10112

CBS Outdoor/Outfront Media
185 US Highway 48
Fairfield, NJ 07004

Dentons Canada LLP
250 Howe Street
20th Floor
Vancouver, BC V6C 3R8

Enterprise Rent-A-Car Canada
709 Miner Avenue
Scarborough, ON M1B 6B6

Expedia, Inc.
10190 Covington Cross Drive
Las Vegas, NV 89144

Lange Feng
15953 107th Avenue
Surrey, BC V4N 5N7

George F. Eyde LLC
300 S. Washington Square
Suite 400
Lansing, MI 48933

George Young Company
509 Heron Drive
Swedesboro, NJ 08085

Gowling Lafleuer Henderson
550-2300 Burrard Street
Vancouver, BC V6C 2B5

Hoffen Global Ltd.
305 Crosstree Lane
Atlanta, GA 30328

Kirvin Doak Communications
7935 W. Sahara Avenue
Las Vegas, NV 89117

MNP LLP
15303 - 31st Avenue
Suite 301
Surrey, BC V3Z 6X2

Morris Visitor Publications
PO Box 1584
Augusta, GA 30903

NASDAQ Stock Market, LLC
805 King Farm Blvd.
Rockville, MD 20850

National Geographic Society
1145 - 17th Avenue NW
Washington, DC 20036

NYC Dept. of Finance
PO Box 3646
New York, NY 10008

NY Dept. of Taxation and Finance
Attn: Office of Counsel
W.A. Harriman Campus Bldg. 9
Albany, NY 12227

NY Dept. of Taxation and Finance
PO Box 4127
Binghamton, NY 13902

PacBridge Limited Partners
22/F Fung House
19-20 Connaught Road

Central Hong Kong
Pallet Rack Surplus, Inc.
1981 Old Covington Cross Rd NE
Conyers, GA 30013

Ramparts, Inc.
d/b/a Luxor Hotel and Casino
3900 Las Vegas Blvd. South
Las Vegas, NV 89119

Screen Actors Guild
1900 Broadway
5th Floor
New York, NY 10023

Seaventures, Ltd.
5603 Oxford Moor Blvd.
Windemere, FL 34786

Soprintendenza Archeologica
di Napoli e Pompei
Piazza Museo 19
Naples, Italy 80135

Structure Tone, Inc.
770 Broadway
9th Floor
New York, NY 10003

Syzygy3, Inc.
1350 6th Avenue
2nd Floor
New York, NY 10019

Time Out New York
475 Tenth Avenue
12th Floor
New York, NY 10018

TPL
3340 Peachtree Road
Suite 2140
Atlanta, GA 30326

TSX Operating Co.
70 West 40th Street
9th Floor
New York, NY 10018

Verifone, Inc.
300 S. Park Place Blvd.
Clearwater, FL 33759

Sam Weiser
565 Willow Road
Winnetka, IL 60093

WNBC - NBC Universal Media
30 Rockefeller Center
New York, NY 10112

Jihe Zhang
59 Dongsanhuan Middle Road
Fuli Shuangzi Towers, Building A
Suite 2606, Chaoyang Dist.
Beijing, China 100021

Haiping Zou
Unit 110-115 Wanke Qingqing
Homeland
Dougezhuang, Chaoyang Dist.
Beijing, China 100021

/s/ Richard R. Thames

Attorney

EXHIBIT 1

Monthly Fee Statements

STORCH AMINI & MUNVES PC

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Brazier

October 07, 2016

File #7985.01

Invoice # 29480

Professional Services

			<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>				
9/6/2016	JC	Teleconference with R. Thames re: major issues in case (.7); draft agenda for initial discussion with debtors' counsel and email with R. Thames re: same and discovery requests for debtors' counsel (1.4)	2.10	945.00
9/8/2016	JC	Teleconference with D. Blanks, B. Wainger re: key issues in case	1.00	450.00
9/9/2016	JC	Revise discovery request from debtor and email with R. Thames re: same (.5); email with B. Wainger, D. Blanks re: foregoing (.3)	0.80	360.00
9/12/2016	JC	Teleconference with P. Gurfein, J. Brown and R. Thames re: key issues in case (1); follow-up conference with foregoing and debtors counsel (.5)	1.50	675.00
9/14/2016	JC	Email with D. Blanks, B. Wainger re: submission of revised schedules for non-shell debtors and additional document requests	0.40	180.00
9/15/2016	JC	Teleconference with D. Blanks re: schedule amendments, France adversary and proof of service/default (.3); follow up email with committee members (.2)	0.50	225.00
9/16/2016	JC	Email with D. Blanks (.2); review amended schedules filed by non-shell debtors (.4)	0.60	270.00
9/19/2016	JC	Teleconference with debtors and equity committees counsel	0.60	270.00
9/22/2016	JC	Attention to pro hac motion	0.10	45.00
9/23/2016	JC	Teleconference, email with P. Gurfein re: informal discovery requests	0.30	135.00
9/26/2016	JC	Teleconference with D. Blanks, B. Wainger, P. Gurfein, J. Brown re: various issues	1.10	495.00
9/27/2016	AE	Research and communications re: payment of special admission PHV fee with Florida District Court	1.50	148.50

Official Committee of Unsecured Creditors of RMS Titanic

Page 2

		<u>Hours</u>	<u>Amount</u>
9/28/2016	JC Email with R. Thames re: deadline to file exclusivity motion	0.20	90.00
9/29/2016	AE Prepared check and forms for payment of Special Admission PHV Florida fee; sent documents to court	0.90	89.10

SUBTOTAL:

[11.60 4,377.60]

B120 - Asset Analysis and Recovery

9/8/2016	JC Email with T. Braziel re: [REDACTED]	0.30	135.00
9/26/2016	JC Review DinoKing financial data	0.40	180.00
9/30/2016	JC Email with D. Blanks, B. Wainger re: D&O-related matters and review primary policy (.5); review S. Weiser separation agreement and email with B. Wainger re: same (.2)	0.70	315.00

SUBTOTAL:

[1.40 630.00]

B130 - Asset Disposition

9/4/2016	JC Analysis of covenants and conditions, '87 charter, process verbal, July 2016 correspondence and email with R. Thames concerning debtors' litigation strategy	1.40	630.00
9/6/2016	JC Research re: litigation resulting in covenants and conditions and review prior decisions entered in connection with Maritime litigation	1.80	810.00
9/7/2016	JC Email with R. Thames, D. Blanks, B. Wainger re: draft agenda (.3); teleconference with D. Blanks, B. Wainger re: litigation/sale strategy (1)	1.30	585.00
9/16/2016	JC Review NOAA FAQs re: covenants and conditions	0.40	180.00
9/21/2016	JC Review proof of service in France adversary	0.10	45.00

SUBTOTAL:

[5.00 2,250.00]

B150 - Meetings of and Communications with Creditors

9/6/2016	JC Email with committee re: [REDACTED] [REDACTED] next steps and administrative matters	1.30	585.00
9/7/2016	JC Email with committee re: [REDACTED] and contemplated next steps in connection with [REDACTED] [REDACTED] (.7); markup 1102(b)(3) motion and email with R. Thames re: same (1.3)	2.00	900.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 3

		<u>Hours</u>	<u>Amount</u>
9/8/2016	JC Finalize bylaws and email with R. Thames re: same (.7); draft agenda for upcoming committee call and email committee re: same (.4)	1.10	495.00
9/9/2016	JC Email with committee re: [REDACTED] (.2); email, teleconference with T. Vandell re: establishment of committee website (.3); follow-up email with R. Thames re: same (.2); draft letter to creditors re: bar date (.5); review and comment on draft 1102(b)(3) motion; email with R. Thames re: same (.5)	1.70	765.00
9/12/2016	JC Draft outline/design for committee websites	1.40	630.00
9/13/2016	JC Finalize bylaws and circulate same to committee	0.40	180.00
9/14/2016	JC Preparation for committee call (.3); teleconference with committee (1.5); finalize letter re: bar date and emails with A. Abbott re: same (.3); email with T. Vandell, P. Gurfein re: committee website content/design (.8)	2.90	1,305.00
9/15/2016	JC Email with committee members re: restructuring website and related mailing (.4); email with A. Abbott re: creditor matrix/ mailing-related matters (.2)	0.60	270.00
9/19/2016	JC Email with A. Santos re: bar date letter mailing; delete unnecessary addresses from debtors creditor matrix (.5); draft agenda for committee meeting (.3)	0.80	360.00
	AE Prepare bar date notice mailing	5.20	514.80
9/21/2016	JC Teleconference with committee (1); preparation for same (.2)	1.20	540.00
9/22/2016	JC Email with committee re: [REDACTED]	0.40	180.00
9/26/2016	JC Draft agenda for upcoming committee call	0.10	45.00
9/28/2016	JC Teleconference with committee re: [REDACTED] (1.1); follow-up email with committee members re: [REDACTED] (.3)	1.40	630.00
9/30/2016	JC Email with committee re: [REDACTED]	0.30	135.00

SUBTOTAL:

[20.80 7,534.80]

B160 - Fee/Employment Applications

9/2/2016	JC Research, draft employment application and review conflicts data in connection with same	2.30	1,035.00
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Official Committee of Unsecured Creditors of RMS Titanic

Page 4

		<u>Hours</u>	<u>Amount</u>
9/4/2016	JC Email with A. Santos re: further names for conflicts check; review documents from Shuttle/D'Addario litigations (.7); draft employment application (2.8); email confirmatory FRBP5002 questionnaire (.3)	3.80	1,710.00
9/7/2016	JC Finalize retention papers and circulate same to committee for review/approval (1); email with R. Thames re: filing same (.4)	1.40	630.00
9/16/2016	JC Review equity committee employment applications (.6); analysis re: request for payment of pre-committee-formation fees (.5); email with R. Thames re: same (.3)	1.40	630.00
9/21/2016	JC Email re: GlassRatner employment application	0.20	90.00
9/29/2016	JC Markup proposed form of order approving retention and email with R. Thames re: same	0.20	90.00
9/30/2016	JC Email with D. Blanks re: Dentons retention application (.1); review Dentons and GlassRatner retention applications (.5); teleconference with P. Gurfein re: same (.4)	1.00	450.00

SUBTOTAL:

[10.30 4,635.00]

B180 - Avoidance Action Analysis

9/4/2016	JC Research re: perfection date of secured debt; review retention applications; email with R. Thames re: debtors' counsel Pillowtex/329 disclosures and avoidance of financing statement	1.20	540.00
9/26/2016	JC Email with P. Gurfein re: loan documentation for insider lenders and retrieve financing statement (.3); preference analysis with respect to same (.4)	0.70	315.00

SUBTOTAL:

[1.90 855.00]

B185 - Assumption/Rejection of Leases and Contracts

9/30/2016	JC Review motion to extend lease assumption/rejection deadline and exclusivity period	0.40	180.00
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SUBTOTAL:

[0.40 180.00]

B210 - Business Operations

9/2/2016	JC Review SEC filings to assess debtors' cash flow from operations (.9); retrieve, review similar data from monthly operating reports (.6)	1.50	675.00
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Official Committee of Unsecured Creditors of RMS Titanic

Page 5

		<u>Hours</u>	<u>Amount</u>
9/4/2016	JC Email with R. Thames re: [REDACTED]	0.30	135.00
9/22/2016	JC Review monthly operating reports	0.30	135.00
9/30/2016	JC Email with B. Wainger re: additional financial information re: Canadian entities	0.10	45.00

SUBTOTAL:

[2.20 990.00]

B230 - Financing/Cash Collections

9/4/2016	JC Review MORs relating to payment of secured debt (.3); email with R. Thames re: [REDACTED] (.3)	0.60	270.00
9/21/2016	JC Analysis of cash collateral budget; email with B. Wainger, D. Blanks, P. Gurfein, D. Brown re: same (.4); teleconference with P. Gurfein re: same (.2)	0.60	270.00
9/26/2016	JC Review and comment on cash collateral motion and order (.5); email with R. Thames re: same (.2)	0.70	315.00
9/27/2016	JC Further markup of R. Thames cash comments to cash collateral pleading (.5); teleconference with R. Thames re: same (.2)	0.70	315.00
9/30/2016	JC Markup cash collateral order and email with P. Gurfein re: same (.4); teleconference with P. Gurfein, S. Grossman re: cash collateral motion and potential avoidance of insider's security interests (.8)	1.20	540.00

SUBTOTAL:

[3.80 1,710.00]

B250 - Real Estate

9/4/2016	JC Review pleadings filed in connection with Bank of America stay relief motion, landlord adversary proceeding, Structure Tone stay relief motion and mediation (1.2); email with R. Thames re: same (.3)	1.50	675.00
9/8/2016	JC Teleconference with R. Thames re: [REDACTED]	0.30	135.00
9/19/2016	JC Review form of mediation order; email with R. Thames re: same	0.20	90.00
9/22/2016	JC Attention to emails re: Orlando lease and review related terms	0.40	180.00
9/23/2016	JC Teleconference with P. Gurfein re: Structure Tone settlement discussions (.2); email with B. Wainger re: litigation history, NY lien law and pass-through contract (.2)	0.40	180.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 6

		<u>Hours</u>	<u>Amount</u>
9/26/2016	JC Review motion to enter into Orlando lease and lease	0.70	315.00
9/27/2016	JC Attend telephonic hearing on Orlando lease motion (.6); email with R. Thames re: [REDACTED] (.3)	0.90	405.00
9/28/2016	JC Review form of order with respect to Orlando lease motion and email with D. Blanks re: same	0.20	90.00
9/29/2016	JC Email with D. Blanks, P. Gurfein re: resolution of Structure Tone settlement	0.20	90.00

SUBTOTAL: [4.80 2,160.00]

B310 - Claims Administration and Objections

9/6/2016	JC Review Armada claim and docket of related Illinois litigation	1.30	585.00
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SUBTOTAL: [1.30 585.00]

For professional services rendered**63.50 \$25,907.40**

Disbursements:

Qty/PriceBankruptcy

9/4/2016	Taxi	1	48.29
	Taxi - JC home	48.29	
9/6/2016	Meals	1	20.34
	Meals - Dinner for JC	20.34	
	Taxi	1	50.89
	Taxi - JC home	50.89	
9/7/2016	Taxi	1	51.86
	Taxi - JC home	51.86	
9/8/2016	Meals	1	15.39
	Meals - Dinner for JC	15.39	
9/14/2016	Telephone	1	18.88
	Telephone - Level 3 Communications, LLC invoice 9035335082 - Conference call	18.88	

Official Committee of Unsecured Creditors of RMS Titanic

Page 7

	<u>Qty/Price</u>	<u>Amount</u>
9/21/2016 Telephone	1	13.57
Telephone - Level 3 Communications, LLC invoice 9035335082 - Conference call	13.57	
9/27/2016 Telephone	1	30.00
Telephone - CourtCall invoice 7867099 - Telephonic hearing	30.00	
9/29/2016 Filing Fee	1	150.00
Filing Fee - Clerk, U.S. District Court - Pro Hac Vice admission for JC in Florida District Court	150.00	
9/30/2016 Photocopying	1,600	160.00
Photocopies and direct to copier print jobs for September 2016	0.10	
Postage	1	225.55
Postage charges for September 2016	225.55	
Research	1	9.68
Research - Westlaw charges for September 2016	9.68	
Research	1	69.00
Research- Pacer charges for September 2016	69.00	
SUBTOTAL:		[863.45]
Total costs		\$863.45
Total amount of this bill		\$26,770.85
Balance due		\$26,770.85

Attorney Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeff Chubak - Associate	55.90	450.00	\$25,155.00
Adam Engel - Paralegal	7.60	99.00	\$752.40

STORCH AMINI P.C.

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Brazier

November 10, 2016
 File #7985.01

Invoice # 29546

Professional Services

			<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>				
10/4/2016	AE	Follow up calls and research with Florida district court re: JC pro hac vice application status and procedure	0.50	49.50
10/5/2016	JC	Draft compliance notice and file same	0.10	45.00
	AE	Finalized processing of JC pro hac vice application in Florida; communications with clerks of court; drafted and filed notice of compliance re: payment of pro hac vice fee	1.00	99.00
SUBTOTAL:			[1.60	193.50]
<u>B120 - Asset Analysis and Recovery</u>				
10/5/2016	JC	Teleconference with P. Gurfein re: D&O claim analysis, demand under primary policy (.4); review 8-k re: restated financials (.2)	0.60	270.00
10/6/2016	JC	Email with D. Blanks, B. Wainger re: D&O claim analysis	0.10	45.00
10/11/2016	JC	Email with E. Summers re: meeting with M. Little	0.20	90.00
SUBTOTAL:			[0.90	405.00]
<u>B130 - Asset Disposition</u>				
10/5/2016	JC	Research re: service of foreign sovereign (1.2); teleconference with P. Gurfein re: service in adversary (.2); email with D. Blanks re: same (.3)	1.70	765.00
10/20/2016	JC	Review letter from French environmental minister (.2); email with D. Blanks, L. Wedekind re: steps to obtain judgment in France adversary (.2)	0.40	180.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 2

		<u>Hours</u>	<u>Amount</u>
10/31/2016	JC Teleconference with D. Blanks, B. Wainger re: service issues in France adversary (.4); research re: whether bankruptcy court can enter default absent proper service, 4(m) deadline and email with debtor's counsel re: same (.5)	0.90	405.00

SUBTOTAL:

[3.00 1,350.00]

B150 - Meetings of and Communications with Creditors

10/5/2016	JC Email with CBSC Capital Inc. (F. Ahmad) re: bar date letter (.2); follow up with D. Blanks re: same (.1); email with committee members re: [REDACTED] (.5)	0.80	360.00
10/7/2016	JC Email with committee re: [REDACTED]	0.40	180.00
10/12/2016	JC Teleconference with creditors' committee re: [REDACTED]	1.10	495.00
10/16/2016	JC Email with committee members re: [REDACTED]	0.20	90.00
10/20/2016	JC Email with R. Heekin, R. Thames re: [REDACTED]	0.40	180.00
10/23/2016	JC Teleconference with R. Heekin, R. Thames re: [REDACTED]	0.50	225.00
10/26/2016	JC Email, teleconference with creditor (B. Gick) re: committee notice (.2); committee call re: [REDACTED] (1); follow up email with T. Braziel re: [REDACTED] (.3)	1.50	675.00
10/27/2016	JC Email with creditors committee re: [REDACTED] incorporate comments to and review same (.5); email with R. Thames re: filing/service (.2)	0.70	315.00

SUBTOTAL:

[5.60 2,520.00]

B160 - Fee/Employment Applications

10/5/2016	JC Research, draft objection to Dentons and GlassRatner retention applications	1.20	540.00
10/7/2016	JC Research, draft objection to Dentons and GlassRatner retention applications	1.40	630.00
10/10/2016	JC Email with P. Gurfein re: Dentons Canada scheduled claim	0.10	45.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 3

		<u>Hours</u>	<u>Amount</u>
10/14/2016	JC Review amended Dentons application (.4); research re: conflict issues associated with verein structure (1); teleconference with D. Blanks re: same (.2)	1.60	720.00
10/16/2016	JC Email with D. Blanks re: potential Dentons conflicts issues	0.20	90.00
10/19/2016	JC Review GlassRatner engagement letter; email with committee members re: same	0.40	180.00
10/21/2016	JC Teleconference with P. Gurfein re: Dentons objection, comment on same (.7); review equity committee GlassRatner objection (.4)	1.10	495.00
10/26/2016	JC Email with O. Pinkas (.2); research, draft objection to Dentons retention application (3); email with committee re: same (.2)	3.40	1,530.00
10/28/2016	JC Review equity committee employment application for financial advisor (.5); research and analysis re: contemplated application to employ CRO (.4); email with committee members re: foregoing (.5)	1.40	630.00
10/31/2016	JC Teleconference with D. Blanks, B. Wainger re: Dentons objection, GlassRatner application	0.50	225.00

SUBTOTAL:

[11.30 5,085.00]

B210 - Business Operations

10/11/2016	JC Review press release (.2); email with committee re: additional information provided by debtors re: monetization of IP assets (.4)	0.60	270.00
10/12/2016	JC Review P. Gurfein letter re: IP assets	0.20	90.00
10/14/2016	JC Review D. Blanks response to P. Gurfein letter re: monetization of IP assets	0.40	180.00
10/19/2016	JC Review financial data provided by J. Henshall (.3); email with committee members re: same (.2)	0.50	225.00
10/31/2016	JC Review unaudited financials circulated by J. Henshall (.3); email with committee re: same (.2)	0.50	225.00

SUBTOTAL:

[2.20 990.00]

B230 - Financing/Cash Collections

10/14/2016	JC Review Form 8-K to confirm funding dates for notes	0.20	90.00
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SUBTOTAL:

[0.20 90.00]

Official Committee of Unsecured Creditors of RMS Titanic

Page 4

			<u>Hours</u>	<u>Amount</u>
<u>B250 - Real Estate</u>				
10/5/2016	JC	Review Structure Tone settlement proposal from B. Wainger and email with debtors' counsel re: same	0.20	90.00
SUBTOTAL:			[0.20	90.00]
<u>B310 - Claims Administration and Objections</u>				
10/26/2016	JC	Review equity committee motion to extend bar date; research re: related 510(b) issues	0.50	225.00
10/27/2016	JC	Email with P. Gurfein re: motion to extend bar date (.3); email with committee members re: same (.2)	0.50	225.00
SUBTOTAL:			[1.00	450.00]
<u>B320 - Plan and Disclosure Statement</u>				
10/5/2016	JC	Research, draft objection to debtors' request for emergency hearing on exclusivity motion	1.50	675.00
10/6/2016	JC	Teleconference with P. Gurfein, email with committee members re: debtors' request for emergency hearing (.4); research, draft limited objection to exclusivity motion (1)	1.40	630.00
10/7/2016	JC	Research, draft objection to exclusivity motion	1.80	810.00
	AE	Filing of exclusivity objection and service on all parties	1.80	178.20
10/11/2016	JC	Markup bridge exclusivity order and email with D. Blanks re: same (.5); teleconference with D. Blanks, P. Gurfein re: various issues relating to pending motions (1)	1.50	675.00
10/12/2016	JC	Email with chambers re: bridge order	0.10	45.00
10/21/2016	JC	Review equity committee exclusivity objection	0.40	180.00
SUBTOTAL:			[8.50	3,193.20]
For professional services rendered			34.50	\$14,366.70

Official Committee of Unsecured Creditors of RMS Titanic

Page 5

Disbursements:

		<u>Qty/Price</u>	<u>Amount</u>
	<u>Bankruptcy</u>		
9/28/2016	Telephone	1	16.54
	Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	16.54	
10/11/2016	Telephone	1	12.80
	Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	12.80	
10/13/2016	Taxi	1	61.38
	Taxi - JC home	61.38	
10/23/2016	Telephone	1	4.79
	Telephone - Level 3 Communications, LLC invoice 9035349003 - Conference call	4.79	
10/31/2016	Photocopying	150	15.00
	Photocopies and direct to copier print jobs for October 2016	0.10	
	Postage	1	54.56
	Postage charges for October 2016	54.56	
	Research	1	1,518.96
	Research - Westlaw charges for October 2016	1,518.96	
SUBTOTAL:			[1,684.03]
Total costs			<u>\$1,684.03</u>
Total amount of this bill			<u>\$16,050.73</u>
Previous balance			<u>\$26,770.85</u>
Balance due			<u><u>\$42,821.58</u></u>

Attorney Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeff Chubak - Associate	31.20	450.00	\$14,040.00
Adam Engel - Paralegal	3.30	99.00	\$326.70

STORCH AMINI P.C.

2 Grand Central Tower
 140 East 45th Street, 25th Floor
 New York, NY 10017
 212 490-4100

Invoice submitted to:

Official Committee of Unsecured Creditors of RMS Titanic
 c/o BE Capital Management Fund LP
 205 East 42nd Street, 14th Floor
 New York, NY 10017
 Attn: Thomas Brazier

December 05, 2016
 File #7985.01

Invoice # 29640

Professional Services

			<u>Hours</u>	<u>Amount</u>
<u>B110 - Case Administration</u>				
11/6/2016	JC	Teleconference with P. Gurfein re: lack of 2015.3 disclosures (.4); research, draft motion to compel disclosures (3.6)	4.00	1,800.00
11/7/2016	JC	Teleconference with P. Gurfein re: Rule 2015.3 reports and case status	0.30	135.00
11/10/2016	JC	Teleconference with J. Henshall re: Rule 2015.3 disclosures	0.20	90.00
11/11/2016	JC	Email with R. Thames re: motion to compel (.2); review Rule Exchange Co, DinoKing Rule 2015.3 disclosures (.7)	0.90	405.00
11/16/2016	JC	Review motion to continue hearing on equity committee bar date motion and email with P. Gurfein, J. Brown re: same	0.30	135.00
11/18/2016	JC	Review equity committee motion to continue hearing on bar date extension motion (.2); email with J. Brown re: same (.1)	0.30	135.00
SUBTOTAL:			[6.00	2,700.00]
<u>B120 - Asset Analysis and Recovery</u>				
11/1/2016	JC	Review equity committee demand letter (.4); teleconference with D. Blanks, B. Wainger re: same and Dentons application and France adversary service-related matters and equity committee motion (1)	1.40	630.00
11/8/2016	JC	Teleconference with P. Gurfein re: equity committee demand letter, D&O policies (.4); teleconference with T. Karcher (Proskauer, director's counsel) re: same (.4)	0.80	360.00
11/14/2016	JC	Teleconference, email with T. Karcher re: equity committee demand letter	0.30	135.00
SUBTOTAL:			[2.50	1,125.00]

Official Committee of Unsecured Creditors of RMS Titanic

Page 2

			<u>Hours</u>	<u>Amount</u>
<u>B130 - Asset Disposition</u>				
11/4/2016	JC	Conference with S. Ware (AlizPartners) re: interest in potential Titanic collection purchase by Armada	0.50	225.00
11/6/2016	JC	Teleconference with C. Broussard re: case status, Armada interest in Titanic collection (.6); follow up teleconference with G. Wright re: case status and interest in Titanic collection (.5)	1.10	495.00
11/7/2016	JC	Teleconference with C. Broussard re: potential Armada bid, Armada claims	0.50	225.00
11/8/2016	JC	Teleconference with G. Wright re: potential Armada bid, Armada claims	0.60	270.00
11/10/2016	JC	Review France adversary default pleadings (.3); email with D. Blanks, B. Wainger re: France adversary proceeding service issues (.3)	0.60	270.00
11/16/2016	JC	Teleconference with P. Gurfein re: financial advisors' marketing, financing initiative, quarterly trust payments and related matters (.5); email with B. Wainger, D. Blanks re: Hague convention service (.3)	0.80	360.00
11/17/2016	JC	Teleconference with R. Glass re: sale process, potential plan structure and related matters	0.60	270.00
11/21/2016	JC	Teleconference with J. Cavender re: sale process; potential plan structure and related matters (.7); review equity committee motion to intervene in France adversary proceeding (.4); teleconference with P. Gurfein re: foregoing (.3); research, draft opposition to same (1.8)	3.20	1,440.00
11/23/2016	JC	Email with J. Warren (Bush Ross) re: Judge Glenn's Celotex intervention (with respect to equity committee intervention motion); research, draft opposition to intervention motion (1); review R. Thames comments to same (.2); teleconference with J. Cavender re: foregoing and Hague Convention service matters (.3)	1.50	675.00
11/28/2016	JC	Teleconference with J. Cavender re: equity committee motion to intervene	0.20	90.00
11/29/2016	JC	Email with J. Cavender re: use of USM-94/LLA-116 forms in connection with Hague Convention service (.2); teleconference with R. Thames re: same (.2)	0.40	180.00
11/30/2016	JC	Review Global marine docket vis-a-vis France adversary proceeding	0.60	270.00
SUBTOTAL:			[10.60	4,770.00]

Official Committee of Unsecured Creditors of RMS Titanic

Page 3

			<u>Hours</u>	<u>Amount</u>
<u>B150 - Meetings of and Communications with Creditors</u>				
11/2/2016	JC	Email with creditors committee re: bid-ask re: [REDACTED] (1.7); follow-up emails with T. Braziel, E. Jones re: same (.2)	0.90	405.00
11/7/2016	JC	Email with committee re: [REDACTED]	0.60	270.00
11/9/2016	JC	Email with committee re: [REDACTED]	0.60	270.00
11/14/2016	JC	Email with committee re: [REDACTED]	0.50	225.00
11/15/2016	JC	Email with E. Jones re: [REDACTED]	0.20	90.00
11/23/2016	JC	Preparation for committee meeting (.3); teleconference with committee members re: [REDACTED] (1.1)	1.40	630.00
11/29/2016	JC	Email with committee re: [REDACTED]	0.40	180.00
SUBTOTAL:			[4.60	2,070.00]

B160 - Fee/Employment Applications

11/11/2016	JC	Review equity committee monthly fee statement (.4); email with R. Thames, R. Heekin re: same (.2)	0.60	270.00
11/22/2016	JC	Review debtors' objection to Teneo employment application and debtors reply in support of GlassRatner employment application (.6); email with P. Gurfein re: same (.2)	0.80	360.00
11/23/2016	JC	Review equity committee protocol for sharing Teneo services and modification to proposed order and email with P. Gurfein re: same	0.40	180.00
11/27/2016	JC	Email with R. Thames re: Teneo information-sharing arrangement	0.30	135.00
11/28/2016	JC	Draft Teneo services sharing letter agreement between Creditors' and Equity Committees (1.7); email, teleconferences with P. Gurfein re: same (.4)	2.10	945.00
11/29/2016	JC	Review revised proposed forms of order and related stipulation (.5); telephonically attend hearing on employment applications (.6)	1.10	495.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 4

		<u>Hours</u>	<u>Amount</u>
11/30/2016	JC Finalize and execute letter agreement re: Teneo services (.2); email with J. Cavender re: interim fee order (.1)	0.30	135.00
SUBTOTAL:		[5.60	2,520.00]
<u>B210 - Business Operations</u>			
11/1/2016	JC Review J. Henshall unaudited financial statements	0.30	135.00
11/8/2016	JC Review J. Henshall unaudited financial statements	0.60	270.00
11/16/2016	JC Email with D. Blanks re: permissibility of quarterly trust payments under Bankruptcy Code	0.20	90.00
11/22/2016	JC Review J. Henshall unaudited financial statements	0.30	135.00
11/23/2016	JC Email with T. Brazier re: participation in equity committee due diligence call with management re: operations and finance	0.20	90.00
SUBTOTAL:		[1.60	720.00]
<u>B230 - Financing/Cash Collections</u>			
11/2/2016	JC Email with B. Wainger re: potential DIP financier	0.30	135.00
11/9/2016	JC Email with D. Blanks re: cash collateral-related matters (.2); teleconference with each of R. Thames, D. Blanks and P. Gurfein re: professional fee carveout (.5)	0.70	315.00
11/11/2016	JC Emails with debtors, equity committee, secured creditors' counsel re: comments to cash collateral order	0.30	135.00
11/22/2016	JC Review cash collateral order circulated by D. Blanks (.1); email equity committee's, debtors', and secured lenders' counsel re: same (.1)	0.20	90.00
SUBTOTAL:		[1.50	675.00]
<u>B250 - Real Estate</u>			
11/3/2016	JC Review lease summary tab prepared by J. Henshall	0.30	135.00
11/6/2016	JC Review and comment on draft settlement stipulation resolving NYC lease issues save landlord claim (.7); email with D. Blanks, B. Wainger re: same (.3)	1.00	450.00
11/7/2016	JC Review and comment on stipulations among debtors, Structure Tone, and Fifth Avenue landlord	0.70	315.00

Official Committee of Unsecured Creditors of RMS Titanic

Page 5

		<u>Hours</u>	<u>Amount</u>
11/15/2016	JC Email with B. Wainger re: settlement status	0.20	90.00
SUBTOTAL:		[2.20	990.00]
<u>B310 - Claims Administration and Objections</u>			
11/7/2016	JC Teleconference with P. Gurfein re: equity committee motion to extend claims bar date (.5); teleconference with B. Wainger re: same (.5)	1.00	450.00
11/15/2016	JC Review correspondence from P. Gurfein re: bar date motion	0.20	90.00
SUBTOTAL:		[1.20	540.00]
<u>B320 - Plan and Disclosure Statement</u>			
11/29/2016	JC Review Euclid motion to terminate exclusivity	0.50	225.00
SUBTOTAL:		[0.50	225.00]
For professional services rendered		36.30	\$16,335.00
Disbursements:			
		<u>Qty/Price</u>	
<u>Bankruptcy</u>			
10/26/2016	Telephone	1	12.05
	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	12.05	
10/31/2016	Research	1	117.60
	Research - Westlaw charges for October 2016 (Not included in last month's bill)	117.60	
11/9/2016	Telephone	1	1.17
	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	1.17	
11/23/2016	Telephone	1	16.19
	Telephone - Level 3 Communications, LLC invoice 9035362736 - Conference call	16.19	
SUBTOTAL:		[147.01]	
Total costs			\$147.01

Official Committee of Unsecured Creditors of RMS Titanic

Page 6

Amount

Total amount of this bill	\$16,482.01
Previous balance	\$42,821.58
12/2/2016 Payment - Thank You	(\$21,589.37)
Total payments and adjustments	(\$21,589.37)
Balance due	\$37,714.22

Attorney Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeff Chubak - Associate	36.30	450.00	\$16,335.00